1400799

FORM D

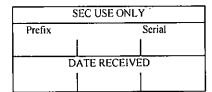
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

F	O	R	M	D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL					
OMB Number:	3235-0076				
Expires:	July _r 30, 2008				
Estimated average burd	en				
hours per response	16.00				



Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Convertible Promissory Notes Warrants and the Issuance of Preferred Stock upon conversion thereof

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

RECEIVER

AUG 3 0 2007

A. BASIC IDENTIFICATION DATA

Enter the information requested about the issuer

Name of Issuer (] check if this is an amendment and name has changed, and indicate change.)

DemandPoint, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

6825 S. Galena Street, Centennial, CO 80112

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

(303) 792-8300

Telephone Number (Including Area Code)

PROCESSED

Brief Description of Business

Lean agility manufacturing operating system provider

Type of Business Organization

[X] corporation [] limited partnership, already formed [] business trust [] limited partnership, to be formed

ed partnership, already formed [] other (please specify):

):

Year

[0|4]

Month

[0|7]

FINANCIAL

[X] Actual [] Estin

Actual or Estimated Date of Incorporation or Organization:

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [D|I

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuer.

CL LP () I		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Fallon, Kevin	ndividual)	
Business or Residence Address 6825 S. Galena Street, Centenr	s (Number and Street, City, State, Zip Code) aial, CO 80112	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Gorski, Anthony	ndividual)	
Business or Residence Address 6825 S. Galena Street, Centenr	(Number and Street, City, State, Zip Code) nial, CO 80112	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Maner, Walter P.	ndividual)	
Business or Residence Address 6825 S. Galena Street, Centenr	s (Number and Street, City, State, Zip Code) niał, CO 80112	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Schmidt, Jerry	ndividual)	
Business or Residence Address 6825 S. Galena Street, Centenr	s (Number and Street, City, State, Zip Code) nial, CO 80112	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Frey, Ed	ndividual)	
Business or Residence Address 6825 S. Galena Street, Centenr	s (Number and Street, City, State, Zip Code) nial, CO 80112	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Leffingwell, Dean A.	ndivídual)	
Business or Residence Address 6825 S. Galena Street, Centenr	s (Number and Street, City, State, Zip Code) nial, CO 80112	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Inverness Capital Partners, L.P.		
Business or Residence Address 6825 S. Galena Street, Centenr	s (Number and Street, City, State, Zip Code) nial, CO 80112	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if i Industrial Technology Venture		
	(Number and Street, City, State, Zip Code)	
·	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	

A. BASIC IDENTIFICATION DATA (continued)

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if The Demand Flow Enterprise,	, ,	
Business or Residence Address 6825 S. Galena Street, Centent	s (Number and Street, City, State, Zip Code) nial, CO 80112	

					B. INF	ORMAT	ION ABO	UT OFFI	ERING					
1. Has the i	ssuer sold	, or does the	issuer inter	nd to sell, to	non-accred	lited investo	ors in this of	fering?						Yes No
				,	Answer also	in Append	ix, Column	2, if filing t	inder ULOE	.				
2. What is t	the minim	um investm	ent that will	be accepted	from any i	individual?.								.\$ N/A
		•		•	•									Yes No
3. Does the	offering p	ermit joint	ownership o	of a single u	nit?					••••••••		***************************************		
registere	on of purc d with the	hasers in co	nnection wi with a state	th sales of s or states, l	ecurities in ist the name	the offering of the brok	g. If a perso er or dealer	n to be liste . If more th	d is an asso	ciated perso	n or agent o	r remuneration a broker of a broker of a broker of associated p	r dealer	
Full Name (I N/A	Last name	first, if indi	vidual)											
Business or l	Residence	Address (N	umber and	Street, City,	State, Zip	Code)							-	
Name of Ass	sociated B	roker or De	aler											
States in Wh (Check "									***************************************				[] All States
	(AL) (IL) (MT) (RI)	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	(FL) (MI) (OH) (WV)	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Name (I	Last name	first, if indi	vidual)		<u>- : : -</u>		<u> </u>						:: _	,
Business or l	Residence	Address (N	umber and	Street, City,	State, Zip	Code)		_						
Name of Ass	sociated B	roker or Dea	aler											
States in Wh (Check *									***************************************	***************************************		>11+41+11+41+41+4] All States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Name (1	Last name	first, if indi	vidual)						·	-				
Business or l	Residence	Address (N	umber and	Street, City,	State, Zip	Code)								
Name of Ass	sociated B	roker or De	aler		_									
States in Wh								_					1] All States
, =	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	(HI)	[ID]	,
	(AC) (IL) (MT) (RI)	[IN] [NE] [SC]	[IA] [NV] [SD]	(KS) (NH) [TN]	[KY] [KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	(MI) (OH) (WV)	[OA] [MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Already Price Sold Debt _____\$ _____ **\$** Equity [] Common [] Preferred Convertible Securities (including warrants) 1,000,000 \$ 250,000 Partnership Interests _____s Other (Specify \$ 1,000,000 \$ 250,000 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors \$ 250,000 Non-accredited Investors 0 \$ Total (for filings under Rule 504 only) \$_ Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C--Question 1. Dollar Amount Type of Type of Offering Security Sold Rule 505 _____ \$ ____ \$ Regulation A Rule 504 ____\$ ____ S ____ Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees [] Printing and Engraving Costs Legal Fees [X] 5,000 Accounting Fees **Engineering Fees** Sales Commissions (specify finders' fees separately) [] Other Expenses (identify) Form D Filing Fees 775 [X]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

.....

5,775

[X]

Total

5.	b. Enter the difference between the aggregate offering price given in refurnished in response to Part CQuestion 4.a. This difference is the "ac Indicate below the amount of the adjusted gross proceeds to the issuer If the amount for any purpose is not known, furnish an estimate and payments listed must equal the adjusted gross proceeds to the issuer set	djusted gross proceeds to the issuer" used or proposed to be used for each of I check the box to the left of the estima	the pur te. Th	poses shown.			<u>5994,225</u>
	payments listed must equal the augusted gross proceeds to the issued set	Total in response to 1 at CQuestion 4.0	above.	Payments to Officers, Directors & Affiliates		F	ayments to Others
	Salaries and fees		[]	\$	_ []	s	
	Purchase of real estate		[]	\$	_ []	s	
	Purchase, rental or leasing and installation of machinery and equip	ment	[]	\$	_ []	s	
	Construction or leasing of plant buildings and facilities		[]	\$	_ []	s	
	Acquisition of other businesses (including the value of securities used in exchange for the assets or securities of another issuer pursuance).		[]	\$	_ []	s	
	Repayment of indebtedness		[]	\$	_ []	s	
	Working capital		[]	\$	_ [X]	\$ <u> </u>	994,225
	Other (specify):						
			- []	\$	_ []	s	
	Column Totals	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	[]	\$	_ [X]	\$	994,225
	Total Payments Listed (column totals added)			[X] \$	994,225	_	
_	D. FE	DERAL SIGNATURE					
un	e issuer has duly caused this notice to be signed by the undersigned duly a dertaking by the issuer to furnish to the U.S. Securities and Exchange Conn-accredited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice is filed un nmission, upon written request of its staff,	der Ru the inf	le 505, the follow formation furnishe	ng signatun d by the issu	e constitu ier to any	tes an
	uer (Print or Type) emandPoint, Inc.	Signature La-Zalla		Date July <u>30</u> , 2007			
	me of Signer (Print or Type) evin Fallon	Title of Signer (Print or Type) Chief Executive Officer					

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

